

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X	
In re:	
FEDERAL-MOGUL CORPORATION	Chapter 11
	Case No. 01-10582
Debtors.	Jointly Administered
-----X Claim No. 3548	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)(2)

To: (Transferor) Rand Construction Engineering
 1270 Rickett Road
 Brighton, MI 48116
 Attn: Lisa Acree

The transfer of your claim as shown above, in the amount of \$14,450.00 has been transferred (unless previously expunged by court order) to:

LONGACRE MASTER FUND, LTD.
Transferor: Rand Construction Engineering
810 Seventh Avenue, 22nd Floor
New York, NY 10019
Att: Vladimir Jelisavcic

No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

- FILE A WRITTEN OBJECTION TO THE TRANSFER with:

United States Bankruptcy Court
District of Delaware
824 Market Street, Room 525
Wilmington, DE 19801

- SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.

Refer to INTERNAL CONTROL No. ____ in your objection. If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

Intake Clerk

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, post prepaid on ____, 2003.
INTERNAL CONTROL NO. _____
Claims Agent Noticed: (Name of Outside Agent)
Copy to Transferee: _____

Deputy Clerk

LONGACRE

THE LONGACRE FUNDS

810 Seventh Avenue, 22nd Floor
New York, New York 10019
Tel: 212-259-4300
Fax: 212-259-4345
www.longacrellc.com

AGREEMENT TO ASSIGN CLAIM

To: *Rand Construction Engineering*
1270 Rickett Road
Brighton, MI 48116
Attn: Lisa Acree
Tel: 810-227-7011
Fax: 810-227-7088

From: *Longacre Management, LLC*
810 Seventh Avenue, 22nd Floor
New York, NY 10019
Attn: Steven S. Weissman
Tel: 212-259-4300
Fax: 212-259-4345

We are pleased to confirm the following transaction subject to the terms and conditions of the Assignment of Claim agreement which are incorporated herein by reference:

Trade Date: January 27, 2004

Seller: Rand Construction Engineering.

Buyer: Longacre Master Fund, Ltd. (87.00%) and
Longacre Capital Partners (QP), L.P. (13.00%)

Debtor: Federal-Mogul Corporation, Case No. 01-10582, Debtor-in-Possession.

Type of Instrument: Claim subject to Debtor's Chapter 11 Proceeding ("Claim").

Schedule Amount: \$14,450.00.

Proof of Claim Amount: \$14,450.00

Purchase Rate: [deleted]

Consideration: [deleted]

Holdback Rate: None.

Disclosure: Seller agrees not to disclose or communicate the terms of this agreement or information concerning the Claim to any other creditors of Debtor or prospective purchasers of the Claim.

Payments: Any payments or distributions made on account of the Claim after the date hereof are for the benefit of Buyer.

Subject to: 1) Execution of an Assignment of Claim agreement reasonably acceptable to Buyer and Seller; 2) Buyer's due diligence regarding the validity of the Claim; and 3) Buyer obtaining from Seller any necessary releases and/or consents reasonably requested by Buyer. Buyer may waive any condition at its option and settle this transaction without such condition.

Settlement: As soon as reasonably practical, and no later than 10 business days from receipt of a signed original Assignment of Claim and any necessary releases.

Binding Effect: Upon execution by both Buyer and Seller in the space designated below, this letter shall constitute a binding agreement between the parties. This Agreement may be filed in the bankruptcy court as evidence of transfer of the Claim.

Expiration: Buyer shall have no obligation to Seller, unless Seller executes this letter by the close of business today or unless waived by Buyer.

Please provide the signature of a duly authorized officer or other authorized signatory where indicated below and return this letter to **Marc Fellner** at the following fax number: (212) 259-4345.

ACCEPTED AND AGREED

RAND CONSTRUCTION ENGINEERING

Signature: /s/ Andrew Klein
Title: President
Name: Andrew Klein
Date: 1/28/04

LONGACRE MASTER FUND LTD.
(87.00%)

By: /s/ Vladimir Jelisavcic
Name: Vladimir Jelisavcic
Title: Director
Date: January 27, 2004

LONGACRE CAPITAL PARTNERS (QP), L.P.
(13.00%)

By: LONGACRE MANAGEMENT, LLC,
its General Partner

By: /s/ Vladimir Jelisavcic
Name: Vladimir Jelisavcic
Title: Member
Date: January 27, 2004